

**Exhibit A**

**Proposed Order**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

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In re:  
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THE FINANCIAL OVERSIGHT AND : PROMESA  
MANAGEMENT BOARD FOR PUERTO RICO, : Title III  
:  
as representative of : Case No. 17-BK-3283 (LTS)  
:  
THE COMMONWEALTH OF PUERTO RICO *et al.* : (Jointly Administered)  
:  
Debtors.<sup>1</sup> :  
:  
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**ORDER GRANTING DERIVATIVE STANDING TO ACT ON BEHALF OF TITLE III  
DEBTORS FOR CERTAIN LIMITED PURPOSES WITH RESPECT TO  
RESTRUCTURING OF GOVERNMENT DEVELOPMENT BANK OF PUERTO RICO**

Upon the *Official Committee of Unsecured Creditors' Motion for Order Granting  
Derivative Standing to Act on Behalf of Title III Debtors for Certain Limited Purposes with  
Respect to Restructuring of Government Development Bank of Puerto Rico* (the "Motion");<sup>2</sup> and  
the Court having found it has subject matter jurisdiction over this matter pursuant to section  
306(a) of PROMESA; and it appearing that venue is proper pursuant to section 307(a) of  
PROMESA; and the Court having found that the relief requested in the Motion is in the best  
interests of the Debtors, their creditors, and other parties in interest; and the Court having found

<sup>1</sup> The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

<sup>2</sup> All capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

that the movant provided adequate and appropriate notice of the Motion under the circumstances, and that no other or further notice is required; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the relief requested in the Motion having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Committee is granted derivative standing to act on behalf of the Title III Debtors (other than COFINA) with respect to the GDB Restructuring for the purpose of objecting to and challenging the legality of the GDB Restructuring, including the purported Qualifying Modification for which GDB has filed a Title VI application for approval and the related transactions contemplated in the GDB Restructuring Act.
3. The Committee may appear in the Title VI case for the purpose of seeking confirmation of its direct standing to be heard in that case.
4. The Title III Debtors shall cooperate with all reasonable requests of the Committee in connection with any matters relating to the relief granted herein.
5. This Court shall retain exclusive jurisdiction over all matters pertaining to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2018

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HONORABLE LAURA T. SWAIN  
UNITED STATES DISTRICT JUDGE